

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CRYSTALLEX INTERNATIONAL CORP.,)	
)	
Plaintiff,)	
)	
v.)	Misc. No. 17-151-LPS
)	
BOLIVARIAN REPUBLIC OF VENEZUELA,)	
)	
Defendant.)	
)	

**DECLARATION OF ROBERT B. PINCUS IN SUPPORT OF SPECIAL MASTER’S
OPPOSITION TO THE VENEZUELA PARTIES’ MOTION TO STAY PENDING THE
RESOLUTION OF THEIR FORTHCOMING MANDAMUS PETITION**

I, ROBERT B. PINCUS, hereby declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am the special master (the “**Special Master**”) for the United States District Court for the District of Delaware (the “**Court**”) in *Crystallex International Corp. v. Bolivarian Republic of Venezuela* (D. Del. Case No. 17-151-LPS) and have held this position since my appointment by the Court on April 13, 2021 (D.I. 258).

2. I submit this declaration in support of the *Special Master’s Opposition to the Venezuela Parties’ Motion to Stay Pending the Resolution of Their Forthcoming Mandamus Petition*.¹ In my capacity as Special Master, I, together with the assistance of my advisors, am devising a plan for the sale of the PDVSA Shares pursuant to the Sale Procedures Order (D.I. 481).

3. Since the entry of the Sale Procedures Order on October 11, 2022, as directed by the Court, my advisors and I have taken multiple steps related to preparing the Supplemental

¹ Capitalized terms used and not otherwise defined herein shall bear the meanings ascribed to such terms by the Sale Procedures Order (D.I. 481).

Report, which is intended to, among other things, convey my recommendation as to whether and when to launch the Marketing Process, as directed by the Court in the Sale Procedures Order, including:

- a. soliciting guidance from the Executive Branch, including OFAC, on its position with respect to the Marketing Process;
- b. meeting with attorneys from the Departments of Justice, State, and the Treasury on January 12, 2023 to discuss the Special Master's design of the Marketing Process in furtherance of a value-maximizing sale of the PDVSA Shares;
- c. engaging Evercore to evaluate a number of issues, including CITGO's recent financial performance, as well as the current state of the oil and gas industry and M&A and capital markets;
- d. analyzing the implications of the input I received from the Department of Justice on April 7, 2023; and
- e. preparing the Supplemental Report, which I will submit on or before the April 30, 2023 deadline.

4. The report-writing process is almost completed, and my advisors and I are on track to submit the Supplemental Report for the Court's consideration on or before April 30, 2023. Further, I have now received input from the U.S. Government, which is being factored into the Supplemental Report, and while I do not intend to engage with the Sale Process Parties regarding the substance of the Supplemental Report during the drafting process, the Sale Process Parties will have the opportunity to review and respond to the report when it is filed.

5. Among other things, if the Court were to grant the Venezuela Parties' request to stay my participation in this case pending a decision on the Venezuela Parties' mandamus petition, and such stay were to be in place for any substantial period, then my advisors and I would likely need to reengage regarding a substantial amount of the work described above, if the petition is ultimately denied and if my participation is reactivated. We would likewise need to reengage with

the Executive Branch to inquire whether the April 7, 2023 input remains applicable. Evercore would also need to refresh its evaluation of CITGO's financial performance and any changes in the state of the oil and gas industry or the M&A and capital markets. Any changes in those circumstances would likely result in a substantial redrafting of the Supplemental Report and incurrence of fees and expenses by me and my advisors, which would be borne by the Sale Process Parties.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: April 18, 2023
Wilmington, DE

By: /s/Robert B. Pincus
Robert B. Pincus